

**Technical Advisory Committee
BYLAWS**

**ARTICLE I
GENERAL PROVISIONS**

§ 1.1 Purpose

These Bylaws govern the proceedings of the Technical Advisory Committee (Committee), an advisory committee established by the Commissioners of the Transportation Authority of Marin (TAM).

§ 1.2 Construction of Bylaws

Unless otherwise required, the general provisions, rules of construction and definitions set forth in the TAM Advisory Committees Standing Rules and Application and Appointment Procedures, with Article IV Section 104.3 of the TAM Administrative Code, shall govern the construction of these Bylaws. These Bylaws shall govern the Committee's proceedings to the extent they are consistent with Standing Rules and Application and Appointment Procedures, the TAM Administrative Code, and law.

§ 1.3 Definitions

As used in these Bylaws:

- "Committee" means the Technical Advisory Committee.
- "Chair" means the person chairing the Committee.
- "Authority" means the Transportation Authority of Marin (TAM).
- "Brown Act" means California's open meeting law, the Ralph M. Brown Act, California Government Code, Sections 54950 *et seq.*
- "Expenditure Plan" means the Marin County Transportation Sales Tax Expenditure Plan, the 20-year plan for expending the half-cent sales tax revenues contained in Measure A, approved by voters in 2004, and implemented in 2005.
- "Measure A" means the measure approved by voters of Marin County on November 2, 2004, that initiates a half-cent sales tax for transportation Projects and Programs.

§ 1.4 Adoption and Amendment of Bylaws

- The Committee shall have adopted Bylaws approved by the TAM Commission within 90 days of Committee formation.
- These Bylaws shall be adopted and amended by the Committee by majority vote of its total membership, and with approval of the TAM Commission.

ARTICLE II DUTIES AND AUTHORITY

The purpose of the Committee is to prioritize infrastructure improvements in the Expenditure Plan and make recommendations to the Authority.

§ 2.1 Duties

- Prioritize major roadway and infrastructure projects in joint effort with the Public Works Directors of each City, Town, and the County.
- Assess the school-related strategy of the Marin County Transportation Sales Tax Expenditure Plan every two years through a public process involving parents, school officials, and students throughout the County.
- Undertake other technical review as requested by the TAM Commission.

§ 2.2 Authority and Limitations

- The Committee shall only have advisory powers to the Authority.
- The Committee shall not have the authority to communicate externally, but all communications by the Committee shall go to and through the Authority. No expenditures or requisitions for services and supplies shall be made by the Committee and no individual member shall be entitled to reimbursement for travel or other expenses except as authorized by the Authority.

ARTICLE III MEMBERSHIP

The Committee shall be composed of 13 members. Membership shall be limited to individuals without economic interest in any of the Authority's projects. Members will be required to comply with the disclosure and conflict of interest requirements of the Political Reform Act of 1974, California Government code Section 81000 et seq. (as amended).

Each organization represented on the Committee shall nominate its representative, with final appointments approved by the governing board of TAM. The TAM Commission shall retain discretion to rescind any Committee appointment(s) as deemed necessary. Members of this Committee shall be appointed to their full terms, subject to eligibility provisions contained in Section 104.3 of the TAM Administrative Code.

§ 3.1 Membership Composition

Thirteen members are to be selected among Public Works staff, other City staff and representatives of diverse public interests. These members shall be nominated by their respective organizations and appointed by the Authority Commission as follows:

- Two representatives from the Marin Managers Association;
- Three representatives from the Marin Public Works Association;
- One representative from the Marin County Planning Directors Group;
- One representative from the Golden Gate Bridge, Highway and Transportation District;

- One representative from the Marin County Paratransit Coordinating Council, representing seniors and persons with disabilities;
- One representative from the Marin County Transit District;
- One representative from the Marin County Office of Education;
- One representative from the environmental organizations of Marin County;
- One representative from an advocacy group representing bicyclists and pedestrians;
- One representative from business organizations.

§ 3.2 Alternates

- Each Committee member shall have a designated alternate, nominated by the nominating organization and appointed by TAM, who shall attend Committee meetings in the event that the appointed Committee member is unable to attend. It shall be the responsibility of the appointed Committee member to inform their designated alternate when they are unable to attend a meeting of the Committee.

§ 3.3 Terms

- Members and alternates shall be appointed for a term of four years.
- To provide for staggered terms, at the first meeting of the Committee, the members will draw lots to determine whether their initial appointment is for two or four years.
- All initial appointment terms shall commence on June 1, 2005 and, subject to earlier removal or termination, shall expire on May 31, 2007, as to two-year terms, and on May 31, 2009, as to four-year terms. Thereafter, terms shall commence on June 1 and shall terminate on the fourth anniversary date of such commencement date.
- Committee candidates are required to complete and submit an application. Applications shall be submitted to the TAM Executive Director.
- Existing members who wish to continue serving in their appointed capacity for an additional term are required to complete and submit a new application or may update and resubmit their original application if no pertinent information has changed. Applications shall be submitted to the TAM Executive Director.

§ 3.4 Vacancies

- If a Committee member is unable to complete his or her term, a replacement member will be nominated by the nominating organization and be appointed by the TAM Commission to fill the vacancy and complete the appointed term.
- All qualifying applications for the vacancy will be submitted to the Authority for consideration, selection, and appointment. When a vacancy exists on the Committee and no applications have been submitted, the vacancy will be continued until such time as an appointment is made. The TAM Commission may, at any time, move to continue an appointment to a subsequent date.

§ 3.5 Conduct

- Members shall be responsible for having a working knowledge of the establishing ordinance, Bylaws, federal or state mandates, and any other governing

regulations that define and set forth the intent and purpose of their appointment and shall only represent and take action on matters related thereto.

- Members shall not misrepresent the scope of their influence or authority, in matters assigned, or represent recommendations of the Committee as official TAM policy until such time as formal action has been taken by the TAM Commission.
- Unless authorized as the designated spokesperson by the Committee, an individual member may not represent the Committee before any other committee or agency or to the press or general public.

§ 3.6 Subcommittees

- The Committee may elect to form subcommittees to perform specific parts of its mission. All subcommittees shall have an odd number of members so that tie votes are less likely.
- Any special or ad hoc advisory committees may be abolished upon the accomplishment of its purpose or by a majority vote of the TAM Commission.

ARTICLE IV OFFICERS

At the first meeting after the appointment of each new member, the Committee shall elect a Chair and a Vice-Chair. The Committee may choose to establish other elected positions as well; elections for such positions shall take place at the same meeting as the elections of the Chair and the Vice-Chair.

§ 4.1 Chair and Vice-Chair

A Chair and Vice-Chair shall be appointed by a majority of the Committee members present through a process of nomination and seconding. If more than one person is nominated and seconded, the appointment will be by a majority vote. In the event of a vacancy in the Chair's position, the Vice-Chair shall succeed as Chair for the balance of the Chair's term, and the Committee shall elect a successor to fill the vacancy in the Vice-Chair's position. In the event of a vacancy in the Vice-Chair's position, the Committee shall elect a successor from its membership.

- Duties of the Chair:
 - Call the meetings to order;
 - Preside over each meeting;
 - Identify items of interest for future committee agendas that are relevant to the Committee's responsibilities;
 - Appoint the members of each Subcommittee that the Committee chooses to form;
 - Attend, or appoint another Committee member to attend, meetings of the Authority at which items forwarded from the Committee are on the agenda.
 - Serve as liaison to TAM staff between meetings.
 - To serve as designated spokesperson for the Committee.

- Duties of the Vice-Chair:
 - Perform the duties of the Chair when the Chair is absent.

ARTICLE V MEETINGS

§ 5.1 Regular Meetings

- Regular meetings of the Committee shall be held on the third Thursday _____ of each month. The Committee meeting shall commence at 3:30 _____ in the Room 304 _____ Conference Room at the Marin County Civic Center, 3501 Civic Center Drive, San Rafael, _____, California.
- Whenever a regular meeting falls on a holiday observed by the Authority, the meeting shall be held on another day or canceled at the direction of the Committee.
- A rescheduled regular meeting shall be designated a regular meeting.
- All meeting locations shall be accessible.

§ 5.2 Special Meetings

- A special meeting may be called by the Chair with the approval of the TAM Executive Director. The meeting shall be called and noticed as provided in Section 5.3 below.

§ 5.3 Calling and Noticing of Open Meetings

- All meetings shall be called, noticed and conducted in accordance with the applicable provisions of the Brown Act, which mandates open meetings for legislative bodies. Information announcing the hearings must be well publicized and posted in advance. The TAM Executive Director shall be given notice of all meetings. The Committee may meet in a session closed to the public only for purposes permitted by the Brown Act.
- Writings which are public records and which are distributed during the Committee meeting shall be made available for public inspection at the meeting if prepared by the Authority or a member of the Committee, or after the meeting if prepared by some other person.
- The Committee shall meet at least once every six _____ month(s), unless the Committee's activities are suspended.

§ 5.4 Quorum; Vote; Committee of the Whole

- The presence of a majority of the Committee members shall constitute a quorum for the transaction of business. All official acts of the Committee shall require the presence of a quorum and the affirmative vote of a majority of the members present.
- At any regularly called meeting not held because of a lack of a quorum, the members present may constitute themselves a "committee of the whole" for the purpose of discussing matters on the agenda of interest to the committee

members present. The committee of the whole shall automatically cease to exist if a quorum is present at the meeting.

- This quorum requirement does not change when any of the positions on the Committee become vacant.

§ 5.5 Attendance

- Members are expected to attend all meetings; however, it is anticipated that some members may not be able to attend all meetings for various reasons. If a member is unable to attend a meeting, he or she should notify TAM staff and the designated alternate as soon as possible prior to the scheduled meeting.
- If a member is absent from four Committee meetings in any twelve-month period or for three consecutive meetings without notifying TAM staff and the designated alternate, the position shall automatically be vacated, and a successor shall be appointed to fill the remainder of that member's term.

§ 5.6 Matters Requiring Committee Action

- A matter requiring Committee action shall be listed on the posted agenda before the Committee may act upon it except as provided below:
 - Upon a determination by a two-thirds vote of the Committee, or if less than two-thirds of the members are present, a unanimous vote, there is a need to take immediate action and the need to take action came to the attention of the Authority subsequent to the agenda being posted.

§ 5.7 Public Comment

- For a regular meeting, members of the public shall be given an opportunity to address the Committee either before or during the Committee's consideration of the item, if it is listed on the agenda, or, if it is not listed on the agenda but is within the scope of the Committee, under the agenda item heading "Public Comments."
- Each member of the public shall limit their comments to three minutes. Any person addressing the Committee may submit written documents to complement their comments.
- The Chair may change the time limit and/or the order of public comments as deemed appropriate but may not reduce the time limit to less than two minutes.

§ 5.8 Ground Rules

- When presentations are being made, they should proceed without interruption. Questions and comments should be made following the completion of the presentation.
- The Chair may order any person removed from the Committee meeting who causes a disturbance, and the Chair may direct the meeting room cleared when deemed necessary to maintain order, unless the rest of the Committee determine otherwise by a majority vote.

§ 5.9 Robert's Rules

- All rules of order not herein provided for shall be determined in accordance with *Robert's Rules of Order*, latest edition.

ARTICLE VI
AGENDAS AND MEETING NOTICES

§ 6.1 Agenda Format

- Starting time and meeting location
- Introductions
- Public Comment
- Review and approval of draft action minutes from the last meeting
- Scheduled monthly agenda items
-
- Confirm date and time of the next meeting

§ 6.2 Agenda Preparation

- TAM staff shall produce the agenda for each meeting in consultation with the Committee Chair. Material intended for placement on the agenda shall be delivered to staff on or before 12:00 Noon on the date established as the agenda deadline for the forthcoming meeting. TAM staff may withhold placement on the agenda of any matter which is not received in a timely manner, lacks sufficient information or is in need of staff review and report prior to Committee consideration.

§ 6.3 Agenda Posting and Delivery

- The written agenda for each regular meeting shall be posted by TAM staff at least 72 hours before the meeting is scheduled to begin. The written agenda for every special meeting shall be posted by TAM staff at least 24 hours before the special meeting is scheduled to begin. The agenda shall be posted in a location that is freely accessible to members of the public. Together with supporting documents, the agenda shall be delivered to each Committee member and the TAM Executive Director at least 72 hours before each regular meeting and at least 24 hours before each special meeting.

§ 6.4 Meeting Notices

- TAM staff shall provide notice of every regular meeting, and every special meeting to each person who has filed a written request for notice with TAM. The notice shall be provided at least one week prior to the date set for the meeting. Notice of special meetings called less than seven days prior to the date set for the meeting shall be given as TAM staff deems practical. All notices shall clearly indicate that reasonable accommodations will be provided on request.

§ 6.5 Meeting Minutes

- The Committee shall cause to be kept at the offices of TAM a record of minutes of all meetings and actions of the Committee with the time and place of holding, the names of those present at the meeting, and the proceedings.
- Draft minutes will be prepared by TAM staff and will be distributed with agendas before the next meeting. Adoption of minutes shall occur at the next meeting with the support of the majority members present.

**ARTICLE VII
MISCELLANEOUS**

§ 7.1 Public Information List of Members

- The TAM Executive Director shall maintain a public information list of members and designated alternates appointed to the Committee. The list shall include the name of the appointee, the date the term expires, and the affiliation and/or nominating organization. The list shall be updated annually on January 1.

§ 7.2 Staff Support

- TAM staff shall prepare and distribute the Committee's agendas, notices, minutes, correspondence and other documents. TAM staff shall maintain a record of all proceedings of the Committee as required by law and shall perform other duties as provided in these Bylaws.

Certificate of Chair

I am the duly elected Chair of the Technical Advisory Committee for the Transportation Authority of Marin, and I hereby certify that the foregoing is a true and correct copy of the Bylaws of the Committee as of _____, 20__.

Print Name

Signature

August 29, 2005

RECEIVED

SEP 2 - 2005

Dianne Steinhauser
Executive Director, Transportation Authority of Marin
3501 Civic Center Dr Room #304
San Rafael, CA 94903

TRANSPORTATION AUTHORITY OF MARIN

Ms. Steinhauser:

Please accept my thanks for the opportunity to participate as a member of the Measure A Technical Advisory Committee. I am writing you today to provide some feedback on the TAC bylaws and to suggest ways in which I believe they could be improved. I would appreciate your consideration of the following points:

- The bylaws of the TAC should be ratified by TAM Board. In this way, we will ensure that the public, should they have any concerns with the TAC bylaws, will have had a venue for publicly addressing those concerns.
- The advisory role of TAC should be clarified. Is the TAC prioritizing local roads projects as well as Countywide roads? In my opinion, it is vital that the TAC advise on both; otherwise local projects may have no formal oversight aside from ad-hoc review by interested local council and committee members.
- Please consider the following specific revisions to the TAC bylaws:
 - Revise bullet point #1 under "2.1 Duties" in the TAC Bylaws to read "Prioritize transportation infrastructure improvements, including road, bikeway, sidewalk and pathway projects, considering all users, including transit riders, bicyclists, pedestrians and auto drivers, in joint effort with the Public Works Directors of each City, Town and the County". I feel this change is warranted as this text is derived directly from the text of the tax measure which voters considered last November.
 - Revise bullet point #3 under "2.1 Duties" in the TAC Bylaws to read: "Undertake other technical review as requested by the TAM Commission or the TAC Committee." In order for the TAC to be effective, it should be able to initiate technical review of a project due to concerns on the part of committee members. This review is not intended as an additional layer of project approval. Rather, what is needed is an easy, time-effective mechanism for project managers to routinely report on project details relevant to the concerns of TAC committee members. For example, several states around the country use bicycle and pedestrian accommodation checklists to routinely record and communicate consideration of bicycling and walking in their projects. I would suggest that TAM adopt such a checklist and make this document available to the TAC for review. Please find attached examples similar checklists.
 - Revise text under item 6.2 to read: "TAM staff shall produce the agenda for each meeting in consultation with the Committee Chair, striving to include items suggested by members of the committee." In order to ensure adequate citizen participation, it is necessary for committee members to feel that their concerns will be agendized and discussed. Adding this language strengthens

No attachment
provided.

participation by encouraging the Chair and staff to agendize members' concerns.

Please accept my sincere thanks for your consideration of the above points. Feel free to contact me at your convenience should you have any questions about this matter. I can be reached at 415-897-2790 or mgiacomini@earthlink.net.

Sincerely,


Merv Giacomini

CC: Jean Bonander, Chair, Measure A TAC
Craig Tackabery, TAM ✓
Mark Birnbaum, Measure A TAC
Deb Hubsmith, MCBC
Patrick Seidler, Measure A CAC, Transportation Alternatives
for Marin